

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of )  
 )  
Charter Communications, )  
on behalf of its subsidiaries and affiliates ) CSR No. \_\_\_\_\_  
 )  
For Determination of Effective Competition in: )  
Mankato, MN (MN0002) )

To: Office of the Secretary  
Attn: Chief, Media Bureau

**PETITION FOR SPECIAL RELIEF**

Charter Communications, on behalf of its subsidiaries and affiliates (together “Charter” or the “Company”), pursuant to Sections 76.7 and 76.907 of the Commission’s rules,<sup>1</sup> requests that the Commission find that it faces “effective competition” in Mankato, Minnesota franchise area (“Franchise Area”).

The Communications Act of 1934, as amended (the “Act”), and the Commission’s rules provide that cable television rates may be regulated only in the absence of effective competition.<sup>2</sup> Cable operators are entitled to demonstrate that effective competition exists on a franchise-by-franchise basis.<sup>3</sup> When a cable operator demonstrates that effective competition is present within a franchise area, cable rates in the affected area are no longer subject to regulation.<sup>4</sup>

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<sup>1</sup> 47 C.F.R. §§ 76.7 and 76.907.

<sup>2</sup> 47 U.S.C. § 543(a)(2); 47 C.F.R. § 76.905(a).

<sup>3</sup> 47 C.F.R. § 76.907.

<sup>4</sup> See *Implementation of Sections of the Cable Television Consumer Protection and Competition Act of 1992, Rate Regulation*, 8 FCC Rcd. 5631, 5664-5665 (1993) (“Rate Order”).

Under the “competing provider” test set forth in Section 623(1)(1)(B) of the Act and Section 76.905(b)(2) of the Commission’s rules (the “Competing Provider Test”), a cable system will be deemed subject to effective competition if the franchise area is:

- (i) served by at least two unaffiliated multichannel video programming distributors, each of which offers comparable programming to at least 50 percent of the households in the franchise area; and
- (ii) the number of households subscribing to multichannel video programming other than the largest multichannel video programming distributor exceeds 15 percent of the households in the franchise area.<sup>5</sup>

As demonstrated below, the Competing Provider Test is satisfied in the Mankato Franchise Area. Two unaffiliated DBS providers serve over 50 percent of the Franchise Area’s households with programming comparable to Charter, and the aggregate reported penetration rate for all “competing providers” far exceeds the 15 percent threshold in the Franchise Area.<sup>6</sup>

Accordingly, Charter requests that the Commission issue an order finding that the Company is subject to effective competition in this Franchise Area under the Competing Provider Test.

**I. More Than Two Unaffiliated MVPDs Offer Programming Comparable to Charter to Over 50 Percent of the Households in the Franchise Area.**

The first prong of the Competing Provider Test requires that a franchise area must be served by “at least two unaffiliated multichannel video programming distributors...”<sup>7</sup> This requirement is easily satisfied, because the two major direct broadcast satellite providers

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<sup>5</sup> 47 U.S.C. § 543(1)(1)(B)(i) and (ii); 47 C.F.R. § 76.905(b)(2)(i) and (ii).

<sup>6</sup> The competing penetration figure for the Mankato Franchise Area includes subscribers from local MVPD competitor Hickory Tech Corporation (“Hickory Tech”), as well as from the two major DBS providers.

<sup>7</sup> 47 U.S.C. § 543(1)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i). Section 602 of the Communications Act of 1934, as amended, defines “multichannel video programming distributors” to include cable operators, as well as DBS and MMDS providers. *See* 47 U.S.C. § 522(13).

(DirecTV, Inc. and Dish Network, Corp.) (“DBS Providers”) are unaffiliated with Charter and “offer” service to more than 50 percent of the households in Charter’s Franchise Area.

Service of an MVPD will be deemed “offered” when it is both technically and actually available.<sup>8</sup> The Commission has determined that DBS service is presumed to be “technically available” throughout the country due to its nationwide satellite footprint.<sup>9</sup> Charter’s Franchise Area is well within the satellite footprint of DirecTV and Dish Network. Thus, both DirecTV and Dish Network are “technically available” in the Franchise Area.

DBS service is presumed to be “actually available” if households in a franchise area are made “reasonably aware” that the service is available.<sup>10</sup> The Commission has stated that “a party may use evidence of penetration rates in the franchise area (the second prong of the competing provider test ...) coupled with the ubiquity of DBS services to show that consumers are reasonably aware of the availability of DBS service.”<sup>11</sup> The same reasoning applies here.

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<sup>8</sup> *Rate Order*, ¶ 29.

<sup>9</sup> *See MediaOne of Georgia, Inc; Petition for Revocation of the Certification of Gwinnett County, Georgia*, 12 FCC Rcd. 19406, ¶ 5 n.16 (1997) (citing *Rate Order*, at 5660-5661).

<sup>10</sup> *See Rate Order* at ¶ 32 (citations omitted). *See also Charter Communications – Fourteen North Carolina Communities*, 19 FCC Rcd. 7003, ¶ 4 (2004).

<sup>11</sup> *Comcast Cable Communications, LLC Petition for Determination of Effective Competition in Various Michigan Communities*, 23 FCC Rcd. 9595, ¶ 5 (2008), citing *Mediacom Illinois LLC et al., Eleven Petitions for Determination of Effective Competition in Twenty-Two Local Franchise Areas in Illinois and Michigan*, 21 FCC Rcd. 1175 (2006) (“*Comcast – Various Michigan Communities*”). Thus, the Commission has not required the production of advertising to demonstrate that households in the franchise area are “reasonably aware” of the availability of DBS service. *See Bright House Networks, LLC Petition for Determination of Effective Competition (Lake Alfred and Dundee FL)*, 22 FCC Rcd. 4390, ¶ 6 (2007) (“Over more than ten years, we have made hundreds of findings that households in particular franchise areas are reasonably aware that they may purchase DBS services based on localized evidence. These accumulated showings amount to substantial evidence that households in all franchise areas are reasonably aware that they may purchase DBS services. In at least one earlier reported decision, we found households in a franchise area to be reasonably aware that they may purchase DBS service solely based on evidence of DBS's nationwide growth and local subscriptions, without reference to advertising or other promotion.”) (“*Bright House Networks – Florida*”).

DirecTV and Dish Network are among the largest MVPDs in the nation.<sup>12</sup> With approximately 34 million subscribers nationwide,<sup>13</sup> comprising approximately 34 percent of all MVPD subscribers,<sup>14</sup> ubiquitous advertising, and the substantial DBS penetration figures in the Franchise Area, it is clear that consumers in the Franchise Area are “reasonably” aware of the availability of DBS competitors.<sup>15</sup>

The Competing Provider Test also requires that the programming offered by the competing provider must be “comparable” to the programming offered by the cable operator.<sup>16</sup> The Commission’s rules define comparable programming as “at least 12 channels of video programming, including at least one channel of nonbroadcast service programming.”<sup>17</sup> The Commission has repeatedly recognized that the DBS Providers offer comparable programming

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<sup>12</sup> See *Annual Assessment of the Status of Competition in the Market for the Delivery of Video Programming (Fourteenth Order)*, 27 FCC Rcd. 8610, ¶ 31 (2012) (“14<sup>th</sup> Report”).

<sup>13</sup> See Press Release, DirecTV, *DirecTV Announces Fourth Quarter and Full Year 2012 Results* (Feb. 14, 2013) (reporting that, as of December 31, 2012, DirecTV (US) had 20.084 million subscribers), available at <http://investor.directv.com/releasedetail.cfm?ReleaseID=740312>; Press Release, DISH Network, *DISH Reports Year End 2012 Financial Results* (Feb. 20, 2013) (reporting that, as of December 31, 2012, Dish Network had approximately 14.056 million subscribers), available at <http://dish.client.shareholder.com/releasedetail.cfm?ReleaseID=741643>.

<sup>14</sup> See 14<sup>th</sup> Report, ¶ 31. See also Georg Szalai, *U.S. Pay-TV Industry Sub Growth Hits Low in 2012*, *The Hollywood Reporter*, March 11, 2013 (citing SNL Kagan report of 100.4 million video subscribers by the end of 2012), available at <http://www.hollywoodreporter.com/news/us-pay-tv-industry-growth-427390>.

<sup>15</sup> See, e.g., *Comcast – Various Michigan Communities*, ¶ 5; *Bright House Networks – Florida*, ¶ 6.

<sup>16</sup> See 47 U.S.C. § 543(1)(1)(B)(i); 47 C.F.R. § 76.905(b)(2)(i).

<sup>17</sup> 47 C.F.R. § 76.905(g).

under the Commission's Competing Provider Test.<sup>18</sup> Each of the DBS Providers offer well over 100 video channels, most of which are non-broadcast services.<sup>19</sup> And, as shown in the attached channel line-ups, Charter's programming service offerings in the Franchise Area are substantially similar to the DBS Providers' programming services.<sup>20</sup>

Based on the above facts, Charter has satisfied the first prong of the Competing Provider Test.

**II. The Competing Providers Serve Greater Than 15 Percent of the Households In Charter's Franchise Area.**

The second prong of the Competing Provider Test requires that the subscriber base of competing MVPDs exceeds 15 percent of franchise area households. The Commission's rules provide that once the first prong of the Competing Provider Test is satisfied (as it is with the DBS service offerings in this case) the subscribers of *all* qualifying MVPDs count toward the 15 percent penetration figure necessary for a determination of effective competition (even if they are not available themselves to more than 50 percent of local households).<sup>21</sup> Hickory Tech offers competing cable service in the community of Mankato.<sup>22</sup> Accordingly, the Competing Provider subscriber tally presented in this Petition for this Franchise Area includes subscribers from

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<sup>18</sup> See, e.g., *Comcast Cablevision of Maryland, Inc., Petitions for Effective Competition*, 19 FCC Rcd. 7130, ¶ 4 (2004) ("We find that the programming of DBS providers satisfies the Commission's program comparability criterion because DBS providers offer more than 12 channels of video programming, including more than one non-broadcast channel.").

<sup>19</sup> See Channel Line-ups of DirecTV and Dish Network, attached hereto as Exhibit 1.

<sup>20</sup> See Charter Channel Line-up, attached hereto as Exhibit 2.

<sup>21</sup> See 47 C.F.R. § 76.905(f) (Emphasis added). See also *Time Warner Entertainment Co., L.P. et al. v. FCC*, 56 F.3d 151 (D.C. Cir. 1995) (holding that the subscribers of all MVPDs, other than the largest MVPD, may be aggregated to satisfy the 15 percent threshold).

<sup>22</sup> Hickory Tech's "comparable" channel line-up is set forth in Exhibit 3.

Hickory Tech,<sup>23</sup> as well as from the two major DBS providers. The resulting penetration figure is 28.71 percent in Mankato.

DBS Providers track their subscribers according to the Zip codes where each subscriber resides, rather than by political jurisdiction. In this case, Charter relied on Zip+4 codes associated with the Franchise Area to determine the number of local DBS subscribers.<sup>24</sup> The Commission has previously accepted Zip+4 codes as “reasonable and sufficiently reliable for purposes of determining the presence of effective competition,”<sup>25</sup> and stated its preference for this approach.<sup>26</sup>

To determine the relevant Zip+4 codes for the Franchise Area, Charter contacted SNL Kagan (“SNL,” formerly known as Media Business Corp.) SNL has developed a process to accurately identify the Zip+4 codes that correspond with the political boundaries of a particular community. This process utilizes enhanced mapping software that correlates Zip+4 codes with the U.S. Census Department’s “block group” level households. The “block group” measurement is the most precise Census tool available to measure households within a very small geographical

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<sup>23</sup> Charter obtained Hickory Tech’s subscribership data for the Mankato Franchise Area directly from Hickory Tech, and such data was provided to Charter on the condition that Charter seek confidential treatment with respect to such information. Thus, Charter submits Hickory Tech’s subscriber figures for the Mankato Franchise Area as **Confidential Exhibit 4** to this Petition (with a redacted version attached).

<sup>24</sup> In certain instances, the *entire* 5-digit Zip code is located within a particular franchise area. In these situations, Charter uses that standard 5-digit Zip code, rather than the more detailed Zip+4 analysis, as the additional detail would not provide any greater accuracy.

<sup>25</sup> See *Cable One, Inc. Petition for Determination of Effective Competition in Pocatello, Idaho*, 18 FCC Rcd. 12792, ¶ 8 (2003), quoting *Falcon Cable Systems II, a California Limited Partnership, d/b/a Charter Communications Petition for Determination of Effective Competition in Twelve Oregon Cities*, 17 FCC Rcd. 4648 (2002).

<sup>26</sup> See Public Notice, “Commission Announces New Standards for Showings of Effective Competition For Cable Service,” 23 FCC Rcd. 12067 (2008); Public Notice, “Commission Clarifies Standards for Evidence of Competing Provider Effective Competition for Cable Service,” 24 FCC Rcd. 8198 (2009).

area. With this software, SNL was able to identify the Zip+4 codes that lie within the Franchise Area.<sup>27</sup>

Charter next provided all of the Zip+4 codes for the Franchise Areas to the Satellite Broadcasting and Communication Association (“SBCA”). SBCA is the national trade association representing the two major DBS Providers, and it has assumed the responsibility for compiling subscribership data and responding to data requests from cable operators and franchising authorities engaged in effective competition proceedings. The DBS subscriber numbers reported in the attached Effective Competition Tracking Report (“ECTR”) from SBCA reflect the total DBS subscribers within the individual Zip+4 codes associated with the Franchise Area.<sup>28</sup>

To determine whether the combined DBS and Hickory Tech subscribership exceeds the statutorily mandated 15 percent threshold in the Franchise Area, Charter compared the Competing Providers’ subscribership to the most recent U.S. Census occupied household unit figure for Mankato.<sup>29</sup> This comparison yields the penetration rate for competing Providers in the Franchise Area.

As detailed in **Confidential Exhibit 8**, the *aggregate* subscriber rate for the DBS Providers and Hickory Tech in the Mankato Franchise Area exceeds the 15 percent threshold

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<sup>27</sup> See Letter from SNL (explaining ZIP+4 methodology), attached hereto as Exhibit 5.

<sup>28</sup> See **Confidential Exhibit 6**. This exhibit includes all of the relevant Zip+4 data relied on in the Petition and the total Zip+4-based DBS subscribership for the Franchise Area. Charter is providing a redacted version of this exhibit, which excludes the DBS subscribership numbers corresponding to the Mankato Franchise Area, in order to present the *aggregate* DBS and Hickory Tech subscriber penetration figure and still maintain the confidential nature of the Hickory Tech subscribership tally for this community.

<sup>29</sup> See Exhibit 7.

required under Section 623(1)(1)(B) of the Act.<sup>30</sup> Accordingly, Charter meets the second prong of the Competing Provider Test.<sup>31</sup>

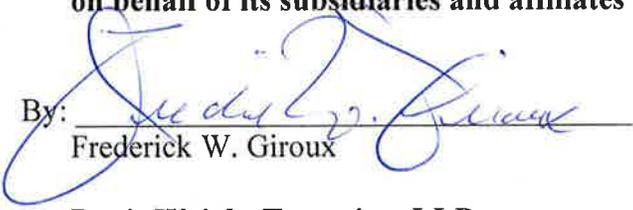
Because Charter meets both prongs of the Competing Provider Test in the Mankato Franchise Area, it faces effective competition in this Franchise Area.

**CONCLUSION**

Charter's cable system is subject to effective competition in the Franchise Area under the Competing Provider Test. Thus, effective competition existed in the Franchise Area at least as of the filing date of this Petition. Based on the evidence presented herein, Charter respectfully requests that the Media Bureau issue an order acknowledging the presence of effective competition in the Mankato, Minnesota Franchise Area.

Respectfully submitted,

**Charter Communications,  
on behalf of its subsidiaries and affiliates**

By:   
Frederick W. Giroux

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(202) 973-4200

April 11, 2013

Its Attorney

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<sup>30</sup> See **Confidential Exhibit 8**. This exhibit includes the combined DBS and Hickory Tech subscribership and penetration figures for the Mankato Franchise Area. As noted above, at Hickory Tech's request, Charter is seeking confidential treatment with respect to the Hickory Tech subscribership data for the Franchise Area. Accordingly, Charter is providing a redacted version of this exhibit, which excludes the specific DBS and Hickory Tech subscribership numbers associated Mankato, in order to present the *aggregate* DBS and Hickory Tech subscriber penetration figure and still maintain the confidential nature of the Hickory Tech subscribership figure for this community.

<sup>31</sup> Charter has confirmed that it is the largest MVPD in the Mankato Franchise Area. See Declaration of Denise Williams attached hereto.

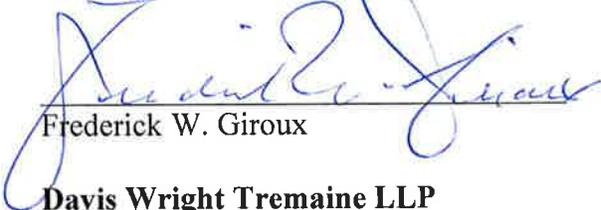
**CERTIFICATION PURSUANT TO 47 C.F.R. § 76.6(a)(4)**

The below-signed signatory has read the foregoing Petition for Special Relief, and to the best of my knowledge, information and belief formed after reasonable inquiry, it is well grounded in fact and is warranted by existing law or a good faith argument for the extension, modification or reversal of existing law; and is not interposed for any improper purpose.

Respectfully submitted,

**Charter Communications,  
on behalf of its subsidiaries and affiliates**

By:

  
Frederick W. Giroux

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1919 Pennsylvania Avenue, N.W., Suite 800  
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(202) 973-4200

Its Attorney

April 11, 2013

**DECLARATION OF DENISE WILLIAMS**

I, Denise Williams, declare, under penalty of perjury that:

1. I am the Director of Regulatory Compliance for Charter Communications ("Charter"), and I am responsible for overseeing Charter's effective competition filings.
2. I have read the foregoing Petition for Special Relief ("Petition") and am familiar with the contents thereof and the matters referred to therein.
3. I have reviewed Charter's cable subscriber numbers for the Franchise Area at issue in this Petition, as well as the DBS subscriber numbers provided by SBCA, and the Hickory Tech subscriber numbers as described in the Petition. Charter is the largest multichannel video programming provider in the Mankato Franchise Area.
4. The facts contained within the Petition are true and correct to the best of my knowledge, information and belief.

Date:

4/10/13

Denise Williams  
Denise Williams

**EXHIBIT 1**



**ULTIMATE** package  
225+ digital channels

Print channels for ZIP Code 56001

PRINT

**EN ESPAÑOL**

Cartoon Network (Este) HD	HD 296	Univision (Este)	HD 402	Univision On Demand	1402	mun2	410
ONCE México*	447	Univision Deportes	HD 455	V-me*	440		

**NATIONALS**

3net (HD)	HD 107	Discovery Fit & Health	261	ION Television	HD 305	QVC	275
A&E	HD 265	Disney Channel (East)	HD 290	ION Television West	306	RFD TV	345
ABC Family	HD 311	Disney Channel (West)	291	Independent Film Channel (IFC)	HD 559	ReelzChannel	238
AXSTV HD	HD 340	Disney Junior Channel	HD 289	Investigation Discovery (ID)	HD 285	ReelzChannel On Demand	1238
AXSTV HD On Demand	1340	Disney XD	HD 292	Jewelry Television	313	SOAPnet	262
American Movie Classics (AMC)	HD 254	Documentary Channel	267	Jewish Life Television*	366	Science Channel	HD 284
Animal Planet	HD 282	E! Entertainment	HD 236	Lifetime	HD 252	ShopNBC	316
Audience Network	HD 239	ESPN	HD 206	Lifetime Movie Network	HD 253	Speed Channel	HD 607
Audience Network On Demand	1239	ESPN 3D (HD)	HD 106	Lifetime Movie Network On Demand	1253	Spike	HD 241
BBC America	HD 264	ESPN2	HD 209	Lifetime On Demand	1252	Style	235
BYU TV	374	ESPNEWS	HD 207	LinkTV	375	Style On Demand	1235
BabyFirstTV*	293	ESPNU	HD 208	Logo	272	Syfy Channel	HD 244
Big Ten Network	HD 610	EWTN	370	Logo On Demand	1272	TBS	HD 247
Biography Channel	HD 266	Enlace Christian Television*	448	MHZ WORLDVIEW*	2183	TCT Network	377
Black Entertainment Television (BET)	HD 329	FUEL TV	HD 618	MLB Network	HD 213	TLC	HD 280
Bloomberg Television	353	FX	HD 248	MSNBC	HD 356	TNT	HD 245
Boomerang	298	Food Network	HD 231	MTV	HD 331	TV Guide Network	273
Bravo	HD 237	Fox Business Network	HD 359	MTV2	333	TV Land	HD 304
CBS Sports Network	HD 613	Fox Movie Channel	258	NASA TV	287	TV Land On Demand	1304
CMT	HD 327	Fox News Channel	HD 360	NBA TV	HD 216	TV One	328
CNBC	HD 355	Free Speech TV*	348	NBCS	HD 220	TeenNick	303
CNBC World	357	Fuse	339	NFL Network	HD 212	TeenNick On Demand	1303
CNN	HD 202	GEM NET (Global Expansion Media Network)*	2068	NHL Network	HD 215	Tennis Channel	HD 217
CSPAN 1	350	GOD TV	365	NRB	378	The Sportsman Channel - ELNUS	605
CSPAN 2	351	GSN	233	Nat Geo WILD	HD 283	The Sportsman Channel On Demand-ELNUS	1605
Cartoon Network (East)	HD 296	Galavision	404	National Geographic Channel	HD 276	The Word Network	373
Cartoon Network (West)	297	Golden Eagle Broadcasting*	363	Nick Jr.	301	Travel Channel	HD 277
Centric	330	Golf Channel	HD 218	Nick Jr. On Demand	1301	Trinity Broadcasting Network (TBN)	372
Chiller	257	Great American Country	326	Nick at Nite On Demand	1801	TruTV	HD 246
Christian Television Network (CTN)	376	H2	HD 271	Nickelodeon (East)	HD 299	Turner Classic Movies (TCM)	HD 256
Church Channel	371	H2 On Demand	1271	Nickelodeon (West)	300	USA Network	HD 242
Cinemoi	259	HITN*	438	Nickelodeon On Demand	1300	VH1	HD 335
Cloot	308	Hallmark Channel	HD 312	Nicktoons Network	302	VH1 Classic	337
Comedy Central	HD 249	Headline News	HD 204	OWN	HD 279	Velocity	HD 281
Cooking Channel	HD 232	History Channel	HD 269	Ovation	274	WE: Women's Entertainment	260
Current TV	358	Home & Garden Television (HGTV)	HD 229	Oxygen	251	WGN America	HD 307
DIY Network	HD 230	Home Shopping Network	240	PBS	0	Weather Channel	HD 362
Daystar	369	Hope*	368	PBS Kids Sprout	295	World Harvest Television	367
Destination America	HD 286	Hub	294	Pursuit Channel	604	gmc - Uplifting Entertainment	338
Discovery Channel	HD 278	INSP	364			n3D	HD 103

**PREMIUMS**

ENCORE (East)	HD 535	ENCORE Family	542	ENCORE® ON DEMAND	1535	THE MOVIE CHANNEL™ ON DEMAND	1554
ENCORE (West)	536	ENCORE Love	537	Fox Soccer Channel	HD 619	TVG - The Interactive Horseracing Network	602
ENCORE Action	HD 541	ENCORE Suspense	539	Sundance Channel	558	The Movie Channel (East)	HD 554
ENCORE Drama	540	ENCORE Westerns	538	Sundance ON DEMAND	1558	The Movie Channel (West)	555

REDACTED - FOR PUBLIC INSPECTION

REGIONAL SPORT NETWORKS							
FS North	HD	668					
SATELLITE RADIO							
SONICTAP: 60's Revolution	803	SONICTAP: College Rock	831	SONICTAP: Irish	883	SONICTAP: Retro Disco	845

REDACTED - FOR PUBLIC INSPECTION

SATELLITE RADIO							
SONICTAP: 70's Hits	804	SONICTAP: Dance	859	SONICTAP: Italian	881	SONICTAP: Rock en	878
SONICTAP: 8-Tracks	840	SONICTAP: Familiar	880	Bistro Blend		Espanol	
SONICTAP: 80's Hits	805	Favorites		SONICTAP: Jazz	852	SONICTAP: Salsa	874
SONICTAP: 90's Hits	806	SONICTAP: Fiesta	870	SONICTAP: Latin Hits	871	SONICTAP: Showtunes	823
SONICTAP: Adult	832	Tropical		SONICTAP: Latin Jazz	879	SONICTAP: Silky Soul	843
Alternative		SONICTAP:	839	SONICTAP: Light	866	SONICTAP: Silver	822
SONICTAP: Adult	821	Flashback/New Wave		Classical		Screen	
Contemporary		SONICTAP: Folk Rock	813	SONICTAP: Love	819	SONICTAP: Singer-	836
SONICTAP:	834	SONICTAP: Full Metal	830	Songs		Songwriters	
Alternative		Jacket		SONICTAP: Malt Shop	802	SONICTAP: Smooth	851
SONICTAP: Bailamos!	869	SONICTAP: Gospel	827	Oldies		Jazz	
SONICTAP: Be-Tween	867	Glory		SONICTAP: Mariachi	876	SONICTAP: Soft Hits	849
SONICTAP: Beautiful	820	SONICTAP: Great	855	SONICTAP: Metro	853	SONICTAP: Spike	841
Instrumentals		Standards		Blend		SONICTAP:	858
SONICTAP: Big	801	SONICTAP: Groove	824	SONICTAP: Modern	814	SubTerranean	
Band/Swing		Lounge		Country		SONICTAP: Symphonic	864
SONICTAP: Bluegrass	812	SONICTAP: Hair	829	SONICTAP: Modern	860	SONICTAP: The	846
SONICTAP: Blues	854	Guitar		Workout		Boombox	
SONICTAP: Classic	837	SONICTAP: Hallelujah	828	SONICTAP: Musica De	872	SONICTAP: The	868
Hits Blend		SONICTAP: Hit	809	Las Americas		Playground	
SONICTAP: Classic	850	Country		SONICTAP: New Age	856	SONICTAP: The Spirit	826
Jazz Vocal Blend		SONICTAP: Holidays &	815	SONICTAP: Old	844	SONICTAP: Today's	816
SONICTAP: Classic	842	Happenings		School Funk		Hits	
R&B		SONICTAP: Honky	811	SONICTAP: PUMPI!	861	SONICTAP:	808
SONICTAP: Classic	833	Tonk Tavern		SONICTAP: Rat Pack	807	Traditional Country	
Rock		SONICTAP: Hot Jamz	825	SONICTAP: Reality	838	SONICTAP:	884
SONICTAP: Classic	862	SONICTAP: Hottest	818	Bites		Tranquility	
Rock Workout		Hits		SONICTAP: Red, Rock	810	SONICTAP: Y2k Hits	817
SONICTAP:	848	SONICTAP: Hurbano	875	and Blues		SONICTAP: Zen	857
Coffeehouse Rock		SONICTAP: Hype	847	SONICTAP: Reggae	863		
		SONICTAP: Ink'd	835				
LOCALS							
CW (CW)	14	KARE (NBC)	HD 11	KSTP (ABC)	HD 5	PBS (PBS)	65
FOX (FOX)	HD 13	KEYC (CBS)	HD 12				

\*The following channels require a special dish or equipment: MHz, GEM NET, Hope Channel, JLTV, Once, HITN, V-Me, Enlace, Golden Eagle Broadcasting, and Free Speech TV. Please call 1-800-531-5000 for more information.

THERE'S SOMETHING FOR EVERYONE

America's Top 120

A&E	A&E	118
ABC Family	ABC Family	100
ALIVE	America Live	219
ANGEL	Angel One	282
ANGEL2	Angel Two	286
AXS	AXS TV	131
BT	Business Television	9602
BUY!	Buy!	221
TOON	Cartoon Network (E) <sup>SAP</sup>	178
TOONW	Cartoon Network (W)	177
CCTVE	CCTV-E	884
CCNEWS	CCTV-News	265
CHRH	Church Channel	258
GMT	GMT	188
CNBC	CNBC	208
CMN	CRN	200
CMY	Comedy Central	107
CSPN2	C-SPAN2	211
DYSTR	Dynasty	263
DISC	Discovery Channel	182
DISE	Discovery Channel (E) <sup>SAP</sup>	172
DISH	Discovery Channel (W)	173
DOC	Documentary Channel	197
EL	El Entertainment Television	154
ESPN	ESPN	140
ESPN2	ESPN2	144
ESNEWS	ESPNNEWS	142
ESNU	ESPNU	141
FOOD	Food Network	110
FXNEWS	FX News Channel	295
FX	FX <sup>SAP</sup>	136
GEMS	Gems & Jewelry TV	229
HGTV	HGTV	112
HIST	History	120
HNN	HLN	202
HRFV	HouseRacing TV	404
HSN	HSN	94
HSN2	HSN2	226
ICTV	In Country Television	230
INSP	Inspiration Network	259
ION	ION (E)	216
IONW	ION (W)	217
JTV	Jewelry Television	227
LIFE	Lifetime	108
MALL	Mail	220
MTV	MTV	160
MTV2	MTV2	161
NICK	Nick/Nick at Nite (E) <sup>SAP</sup>	170
NICKW	Nick/Nick at Nite (W)	171
PRAYR	Prayer	256
QVC	QVC	137
REELZ	ReelzChannel	299
SALE	Sale	225
SHOP	shop	224
SHNBC	ShopNBC	228
SN	So-Lo-Broadcasting Network	257
SPIKE	Spike TV	168
SYFY	Syfy	122
TBS	TBS <sup>SAP</sup>	139
TLC	TLC	163
TNT	TNT <sup>SAP</sup>	138
TRV	Travel Channel	198
TVGAM	TV Game Network	405
TVGN	TV Guide Network	117
TVLND	TV Land	106
USA	USA <sup>SAP</sup>	105
VH1	VH1	162
TWC	Weather Channel	214

America's Top 200

includes all of America's Top 120 and the channels listed below.

APL	Animal Planet	184
BBCA	BBC America	135
BET	BET	124
BIG10	Big Ten Network	439
BRAVO	Bravo	129
CBSSN	CBS Sports Network	158
CRNT	Current TV	215
DISHD	Discovery HD <sup>SAP</sup>	174
FOX8	Fox Business Network	206
G4	G4	191
GLVN	Galavision	273
GOLF	Golf Channel	401
GSN	GSN	116
HDMRK	Hallmark Channel	185
HUB	Hub	179
IM	Investigation Discovery	192
LMTN	Lifetime Movie Network	109
MLBN	MLB Network	152
MSNBC	msnbc	209
NATGEO	National Geographic Channel	186
NBA TV	NBA TV	156
NFL	NFL Network	184
NHLN	NHL Network	157
NICK	Nick Jr.	168
NUVO	nuvoTV	167
OVATION	Ovation	291
OWN	OWN: Oprah Winfrey Network	189
OXYGN	Oxygen	127
RFD TV	RFD-TV	231
SCI	Science	193
SOAP	SOAPnet	253
SPEED	SPEED	150
STYLE	Style	115
TNCK	TeenNick	181
FTRAE	TeleFutura (E)	271
ETRAW	TeleFutura (W)	272
truTV	truTV	204
TNN	Turner Classic Movies	132
UNVSN	Univision (E)	270
UNVSW	Univision (W)	270
UDEF	Univision Deportes Network	869

America's Top 250

includes all of America's Top 200 and the channels listed below.

BIO	Bio	119
BT	Bloomberg Television	203
BOOM	Boomerang <sup>SAP</sup>	175
CHILR	Crackle	199
CLOO	cloo	198
COOK	Cooking Channel	113
AMERI	Destination America	194
DIY	DIY	161
ENCOR	Encore (E)	340
ENCRW	Encore (W) <sup>SAP</sup>	341
EACTN	Encore Action	343
EDRAM	Encore Drama	345
ENFAM	Encore Family	347
ELOVE	Encore Love	346
ESUSP	Encore Suspense	344
EVSTN	Encore Westerns	342
EPXDR	EPIX DRIVE-IN <sup>SAP</sup>	292
FOXMO	Fox Movie Channel	133
FSC	Fox Soccer Channel	406
RUEL	RUEL TV	398
GMC	gmc	158
GAC	Great American Country (GAC)	165
H2	H2	121
HMC	Hallmark Movie Channel	187
MIL	Military Channel	195
MPLEX	MoviePix	377
MUN2	mun2	338
MATGW	Net Geo WILD	190
NBCSP	NBC Sports Network	159
NICKT	Nicktoons Network	178
OTDCH	Outdoor Channel	396
RURAL	Rural TV	232
SPMAN	Sportsman Channel	395
TENN	Tennis Channel	400
TMW	The Movie Channel (W) <sup>SAP</sup>	329
VERA	Vera	218
VH1CL	VH1 Classic	163

Smart Pack

ALIVE	America Live	219
ANGEL	Angel One	282
ANGEL2	Angel Two	286
APL	Animal Planet	184
BIO	Bio	119
BT	Bloomberg Television	203
BOOM	Boomerang <sup>SAP</sup>	175
BUY!	Buy!	221
CBSSN	CBS Sports Network	158
CCTVE	CCTV-E	884
CCNEW	CCTV-News	265
COOK	Cooking Channel	113
CSPN2	C-SPAN2	211
DYSTR	Dynasty	263
DIY	DIY	111
DOC	Documentary Channel	197
FOOD	Food Network	110
FXNEWS	FOX News Channel	205
GEMS	Gems and Jewelry	229
GAC	Great American Country (GAC)	165
HLMRK	Hallmark Channel	185
HMC	Hallmark Movie Channel	187
HLN	HLN	202
HSN	HSN	94
HSN2	HSN2	226
HUB	Hub	179
ICTV	In Country Television	230
JTV	Jewelry Television	227
MALL	Mail	220
NICK	Nick/Nick at Nite (E)	170
NICKW	Nick/Nick at Nite (W)	171
NICKT	Nicktoons Network	178
OTDCH	Outdoor Channel	396
QVC	QVC	137
RFD-TV	RFD-TV	231
SALE	Sale	225
SCI	Science	193
SHOP	shop	224
SHNBC	ShopNBC	228
TVLND	TV Land	106
TWC	Weather Channel	214

General Channels

BABY1	BabyFirstTV	8400
BLOCK	Blockbuster Studio Channel	102
BYUTV	BYUTV	9403
CTN	Christian Television Network	287
ARTS	Classic Arts Showcase	9406
CSPAN	C-SPAN	210
DANTO	DISH 101	101
EARTH	DISH Earth	287
ROME	DishHOME (not available on Hopper)	100
ENLC	Entice	9411
EWATV	Eternal Word Television <sup>SAP</sup>	281
PREVW	Free Preview Guide	103

Local Networks 2-70

Hopper		412
All other receivers		409-437

Regional Sports Networks

Hopper 412  
All other receivers 409-437

*HD - Channels are broadcast in SD and HD unless noted as HD ONLY.  
To view channels broadcast in HD, you need an HD TV, a DISH HD receiver, and a DISH HD set-top package.*

**BOLD** - Channels in bold are some of our most popular channels.  
*SAP - Satellite audio feed available. Audio dependent on receiver.  
Available on select HD channels.*

Pay-Per-View

FSTV	Free Speech TV	9415
KBS	KBS World	9394
KTV	Kids & Teens Television (KTV)	264
LNK	Link TV	9410
NASA	NASA	212
ONPPV	Pay-Per-View Guide	500
PNTGN	Pentagon	9405
TBN	TBN	260
IMPCT	The Impact Network	9397
3ABN	Three Angels Broadcasting Network	9393
VME	V-ME	9414

Pay-Per-View

MOVIE	DISH Cinema	1
MOVIE	DISH Cinema	500-558
SPORT	Sports & Events	454-472

1. Channel availability based on one or more of the following: geographical location, time zone, programming package, dish antenna.  
\*Available with Multi-Sport Pack or a minimum of America's Top 120 Plus package.



For the most up-to-date Channel Lineup Card, please visit [mydish.com/channelcard](http://mydish.com/channelcard).

# dish CHANNELS AND PACKAGES

## Premium Movie Packages

<b>HBO</b>			
HBO-E	HBO (E) SAP	HD	300
HBO2E	HBO2 (E) SAP	HD	301
HBO2G	HBO Signature SAP	HD	302
HBO-W	HBO (W) SAP	HD	303
HBO2W	HBO2 (W) SAP		304
HBOFM	HBO Family SAP	HD	305
HBOCY	HBO Comedy SAP	HD	307
HBOZ	HBO Zone	HD ONLY	308
HBO LT	HBO Latino	HD	309

## 5-STAR

MAX-E	Cinemax (E) SAP	HD	310
MAX-W	Cinemax (W) SAP	HD	311
MOMAX	MoreMAX SAP		312
ACMAX	ActionMAX SAP	HD	313
5-MAX	5StarMAX SAP	HD	314

## SHOWTIME

SHO-E	Showtime (E) SAP	HD	318
SHO-W	Showtime (W) SAP	HD	319
SHOT	Showtime 2 SAP	HD	320
SHOCS	Showtime Showcases SAP	HD	321
SHOEX	Showtime Extreme SAP		322
SBYND	Showtime Beyond SAP		323
TMC-E	The Movie Channel (E) SAP	HD	327
TMCXE	The Movie Channel Extra (E) SAP		328
FLX	FLX		333

## STARZ

ENCOR	Encore (E) SAP	HD	340
STARZ	Starz (E) SAP	HD	350
STRZW	Starz (W) SAP	HD	351
SEDE	Starz Edge SAP	HD	352
SCINE	Starz Cinema SAP		353
STZC	Starz Comedy	HD	354
SBLCK	Starz InBlack SAP		355
SK&FM	Starz Kids & Family SAP	HD	356

## Mini-Packs

<b>EPIX</b>			
EPIX1	EPIX 1 SAP	HD	380
EPIX2	EPIX 2 SAP	HD	381
EPIX3	EPIX 3 SAP	HD ONLY	382
EPXDR	EPIX DRIVE-IN SAP		292

## ENCORE Movie Pak

ENCRW	Encore (W) SAP		341
EACTN	Encore Action		343
EDRAM	Encore Drama		345
ENFAM	Encore Family		347
ELOVE	Encore Love		346
ESUSP	Encore Suspense		344
EWSTN	Encore Westerns		342
MPLEX	MoviePlex		377

## Mini-Packs

**Blockbuster @Home**  
100,000 movies, shows and games by mail, thousands of titles streamed to your TV with an HD DVR connected to broadband Internet, 25,000 titles available on dishonline.com.

CTRC	Centric	HD ONLY	371
CI	Crime & Investigation	HD ONLY	368
ESUSP	Encore Suspense		344
EPIX1	EPIX SAP	HD	380
EPIX2	EPIX2 SAP	HD	381
EPIX3	EPIX3 SAP	HD ONLY	382
HMC	Hallmark Movie Channel	HD	197
HDMMV	HDNet Movies	HD ONLY	383
INDIE	IndiePlex	HD ONLY	375
LDGO	LDGO	HD ONLY	373
MAVTV	MAVTV American Real	HD ONLY	361
MGM	MGM	HD ONLY	385
MPLEX	MoviePlex		377
PLDIA	Palladia	HD ONLY	389
PIXL	PixL	HD	388
RETRO	RetroPlex	HD ONLY	379
SMC	Sony Movie Channel	HD ONLY	386
SCINE	Starz Cinema		353
UNHD	Universal HD	HD ONLY	366
VLCTV	Velocity	HD ONLY	364
WFN	World Fishing Network		394

## Heartland

BABY	Baby TV SAP		824
GMC	gmc		188
GSN	GSN	HD	116
HLMRK	Hallmark Channel	HD	185
HMC	Hallmark Movie Channel	HD	187
HUB	Hub	HD	179
OWN	OWN: Oprah Winfrey Network	HD	139
PXL	PixL SAP	HD	388
RFDTV	RFD-TV	HD	231
RURAL	Rural TV		232

## Outdoor Sports

MAVTV	MAVTV American Real HD	HD ONLY	361
OTDCH	Outdoor Channel		396
SPMAN	Sportsman Channel	HD	395
WFN	World Fishing Network		394

## Multi-Sport

ESPCL	ESPN Classic		143
FSC	Fox Soccer Channel	HD	406
FUEL	FUEL TV		398
MLBN	MLB Network	HD	152
MLBSZ	MLB Network Strike Zone		153
NFL	NFL Network	HD	154
NFLRZ	NFL RedZone	HD	155
NBA TV	NBA TV	HD	156
NHLN	NHL Network	HD	157
USN	Universal Sports		402

Plus over 25 Regional Sports Networks

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DISH 101 - Support Channel (Ch. 101)



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**EXHIBIT 2**

# Charter TV Residential Channel Lineup Mankato Area

Effective April 2013

## **Your entertainment guide.**

- Browse channels by package, theme or numerical listing
- Including special interest tiers, premium channels and more!
- See it all online at [charter.com](http://charter.com) › find it fast › channel lineup



**Basic Service**

2	KTCA- PBS	87	Charter Xtra*
3	WFTC - MyTV	94	ION Television*
4	WCCO - CBS	180	EWTN*
5	KSTP - ABC	181	INSP*
6	KAAL - ABC	183	TBN - Trinity Broadcasting*
7	QVC*	226	MSU Channel*
8	KSMQ - PBS	386	KAAL- DT2 ThisTV*
9	KMSP - FOX	391	KARE-NBC WeatherNow*
10	KEYC - CBS	393	KTCA - PBS (Life)*
11	KARE - NBC	395	KSTP - LiveWell*
12	Government Access^	396	KTCA - PBS (MN)*
13	Public Access^	HD 780	KTCA-HD - PBS*
14	Charter Main Street*	HD 781	KARE-HD - NBC*
15	WGN America	HD 782	KEYC-HD - CBS*
17	Educational Access^	HD 783	WFTC-HD - MyTV*
18	CW 100 Plus*	HD 785	KSTP-HD - ABC*
19	KEYC-DT2 - FOX	786	QVC*
20	HSN*	HD 789	KMSP-HD - FOX*
84	C-SPAN*	HD 826	MSU Channel HD*
85	C-SPAN2*	971	Shop NBC*
86	C-SPAN3*		

**Expanded Service**

27	MSNBC	59	National Geographic
28	Lifetime	60	Animal Planet
29	TBS	62	Cartoon Network
30	FOX Sports North	63	Nickelodeon
31	ESPN	64	Bravo
32	ESPN2	65	Disney Channel
33	SPEED Channel**	66	ABC Family
34	Golf Channel**	67	The Weather Channel
35	NBC Sports Network**	68	FOX News Channel
36	Food Network	69	CNN
39	truTV	70	HLN
40	HGTV	71	CNBC**
41	E!	76	MTV2**
42	A&E	78	Hallmark Channel**
43	BET	79	GSN**
44	VH1**	80	Esquire Network**
45	MTV	93	TV Guide Network**
47	Comedy Central	116	Disney XD**
48	AMC	170	Oxygen**
49	TV Land	193	CMT**
50	Syfy	210	Investigation Discovery**
51	FX	212	OWN**
52	TNT	227	Regional Sports Extra Games**
53	USA	308	Turner Classic Movies**
54	Spike TV	310	SOAPnet**
55	TLC	403	MLB Network**
56	Discovery Channel	425	BTN**
57	History	657	FLIX**
58	Travel Channel	HD 728	MSNBC HD**

HD 730 HLN HD\*\*  
 HD 731 TV Land HD\*\*  
 HD 732 ABC Family HD\*\*  
 HD 733 Cartoon Network HD\*\*  
 HD 734 Disney XD HD\*\*  
 HD 735 Nickelodeon HD\*\*  
 HD 736 BET HD\*\*  
 HD 741 OWN HD\*\*  
 HD 742 Oxygen HD\*\*  
 HD 743 E! HD\*\*  
 HD 745 MTV HD\*\*  
 HD 746 TV Guide Network HD\*\*  
 HD 747 Hallmark Channel HD\*\*  
 HD 748 Disney Channel HD\*\*  
 HD 749 Bravo HD\*\*  
 HD 750 Lifetime HD\*\*  
 HD 751 FOX News Channel HD\*\*  
 HD 752 CNN HD\*\*  
 HD 753 FX HD\*\*  
 HD 754 Comedy Central HD\*\*  
 HD 755 Syfy HD\*\*  
 HD 757 USA HD\*\*  
 HD 758 Travel Channel HD\*\*  
 HD 762 HGTV HD\*\*  
 HD 763 Food Network HD\*\*  
 HD 764 TLC HD\*\*  
 HD 765 Animal Planet HD\*\*  
 HD 766 National Geographic HD\*\*

HD 767 TBS HD\*\*  
 HD 772 truTV HD\*\*  
 HD 773 Investigation Discovery HD\*\*  
 HD 775 Velocity\*\*  
 HD 791 Discovery Channel HD\*\*  
 HD 792 CNBC HD\*\*  
 HD 795 A&E HD\*\*  
 HD 796 History HD\*\*  
 HD 797 TNT HD\*\*  
 HD 798 The Weather Channel HD\*\*  
 HD 800 ESPN HD\*\*  
 HD 801 ESPN2 HD\*\*  
 HD 804 MLB Network HD\*\*  
 HD 806 NBC Sports Network HD\*\*  
 HD 809 Golf Channel HD\*\*  
 HD 811 SPEED Channel HD\*\*  
 HD 822 BTN HD\*\*  
 HD 824 FOX Sports North HD\*\*  
 HD 827 Regional Sports Extra  
 Games HD\*\*  
 HD 843 GSN HD\*\*  
 HD 844 Esquire Network HD\*\*  
 HD 847 Spike TV HD\*\*  
 HD 861 Turner Classic Movies HD\*\*  
 HD 862 AMC HD\*\*  
 HD 868 CMT HD\*\*  
 HD 871 VH1 HD\*\*  
 HD 875 MTV2 HD\*\*

**Charter TV Select\*\***

Includes Basic Service, Expanded Service and channels below

230 Bloomberg Television	HD 863 Hallmark Movie Channel HD
303 Hallmark Movie Channel	

**Charter TV Silver\*\***

Includes Charter TV Select plus Digi Tier 1, HBO, Cinemax and Showtime

**Charter TV Gold\*\***

Includes Charter TV Silver plus Digi Tier 2, TMC, Starz, Encore, and EPIX

**Digital Home\*\***

Includes Basic Service, Expanded Service, Standard Digital Receiver and Interactive Guide Services

**Digi Tier 1\*\***

(with subscription to Charter TV Select, Silver or Gold)

100 Nick Jr.	112 The Hub
104 TeenNick	120 BBC America
106 Nicktoons	124 Destination America
107 Sprout	130 ReelzChannel
108 Nick 2	132 Style

136	DIY Network	322	VH1 Classic
137	Cooking Channel	324	VH1 Soul
184	The Church Channel	326	CMT Pure Country
185	JCTV	327	mtvU
186	Smile of a Child	328	Centric
187	Daystar	330	GAC
188	FamilyNet	402	ESPNU
189	3ABN	408	Fuel TV
190	BYUtv	423	NFL Network
200	BIO	658	Logo
202	H2	HD 729	FOX Business Network HD
206	Military Channel	739	WE tv HD
208	Science	HD 744	Style HD
232	FOX Business Network	HD 756	Science HD
236	CNN International	HD 759	DIY Network HD
237	Univision	HD 760	Destination America HD
241	Estrella TV	HD 761	Cooking Channel HD
300	Sundance Channel	HD 768	H2 HD
302	LMN	HD 770	AXS TV
304	IFC	HD 774	BIO HD
306	FOX Movie Channel	HD 802	NFL Network HD
307	WE tv	HD 816	ESPNU HD
314	Fuse	854	IFC HD
317	MTV Hits	HD 864	LMN HD
318	Tr3s	HD 878	Fuse HD
320	MTV Jams		

**Digi Tier 2 (with subscription to Charter TV Select, Silver or Gold)\*\***

Includes channels listed under the Sports View section, channels under the HD Ultra View section and the following channels

102	Boomerang	182	Halogen TV
138	RFD-TV	329	gmc

**Digital View\*\* & Digital View Plus\*\* (with subscription to Basic, Expanded or Digital Home)**

Digital View is comprised of the channels in **bold** below.

<b>100</b>	<b>Nick Jr.</b>	<b>187</b>	<b>Daystar</b>
102	Boomerang	<b>188</b>	<b>FamilyNet</b>
<b>104</b>	<b>TeenNick</b>	<b>189</b>	<b>3ABN</b>
<b>106</b>	<b>Nicktoons</b>	<b>190</b>	<b>BYUtv</b>
<b>107</b>	<b>Sprout</b>	200	BIO
<b>108</b>	<b>Nick 2</b>	202	H2
<b>112</b>	<b>The Hub</b>	<b>206</b>	<b>Military Channel</b>
120	BBC America	<b>208</b>	<b>Science</b>
<b>124</b>	<b>Destination America</b>	<b>230</b>	<b>Bloomberg Television</b>
<b>130</b>	<b>ReelzChannel</b>	<b>232</b>	<b>FOX Business Network</b>
<b>132</b>	<b>Style</b>	<b>236</b>	<b>CNN International</b>
<b>136</b>	<b>DIY Network</b>	237	Univision
137	Cooking Channel	241	Estrella TV
138	RFD-TV	300	Sundance Channel
182	Halogen TV	<b>302</b>	<b>LMN</b>
<b>184</b>	<b>The Church Channel</b>	<b>303</b>	<b>Hallmark Movie Channel</b>
<b>185</b>	<b>JCTV</b>	304	IFC
<b>186</b>	<b>Smile of a Child</b>	306	FOX Movie Channel

**307 WE tv**  
 314 Fuse  
**317 MTV Hits**  
**318 Tr3s**  
**320 MTV Jams**  
**322 VH1 Classic**  
**324 VH1 Soul**  
**326 CMT Pure Country**  
**327 mtvU**  
**328 Centric**  
 329 gmc  
**330 GAC**  
**402 ESPN**  
**408 Fuel TV**  
 423 NFL Network  
 658 Logo

**HD 729 FOX Business Network HD**  
**739 WE tv HD**  
**HD 744 Style HD**  
**HD 756 Science HD**  
**HD 759 DIY Network HD**  
**HD 760 Destination America HD**  
 HD 761 Cooking Channel HD  
 HD 768 H2 HD  
**HD 770 AXS TV**  
 HD 774 BIO HD  
 HD 802 NFL Network HD  
**HD 816 ESPN HD**  
 854 IFC HD  
**HD 863 Hallmark Movie Channel HD**  
**HD 864 LMN HD**  
 HD 878 Fuse HD

**HD Ultra View\*\***

(with subscription to Basic, Expanded or Digital Home)

<b>HD 769</b> Smithsonian HD	<b>HD 793</b> Universal HD
<b>HD 770</b> AXS TV	<b>HD 794</b> Palladia
<b>HD 771</b> HDNet Movies	

**Sports View\*\***

(with subscription to Basic, Expanded or Digital Home)

400 ESPNNews	416 FCS Central
401 ESPN Classic	418 FCS Pacific
402 ESPN	420 FOX Soccer
405 NHL Network	421 BTN - Extra 1
406 Tennis Channel	422 BTN - Extra 2
407 WFN	423 NFL Network
408 Fuel TV	424 NFL RedZone
409 Discovery Fit & Health	<b>HD 802</b> NFL Network HD
410 Outdoor Channel	<b>HD 803</b> NFL RedZone HD
411 Sportsman Channel	<b>HD 810</b> Tennis Channel HD
412 CBS Sports Network	<b>HD 814</b> ESPN HD
413 Mav TV	<b>HD 816</b> ESPN HD
414 FCS Atlantic	

**Faith and Values View\*\***

(with subscription to Basic, Expanded or Digital Home)

180 EWTN	186 Smile of a Child
181 INSP	187 Daystar
182 Halogen TV	188 FamilyNet
183 TBN - Trinity Broadcasting	189 3ABN
184 The Church Channel	190 BYUtv
185 JCTV	329 gmc

**Latino View\*\***

237 Univision	248 FOX Deportes
241 Estrella TV	249 GOL TV
243 CNN en Español	250 History en Español
247 ESPN Deportes	251 Infinito

252	Discovery en Español	280	TV Chile
253	Discovery Familia	285	Tr3s
257	La Familia Cosmovision	286	mun2
258	Utilisima	289	Bandamax
262	Sorpresa	292	Video Rola
264	Semillitas	294	Musica Urbana
267	Cine Mexicano	295	Pop Latino
268	De Pelicula	296	Tropicales
269	De Pelicula Clasico	297	Mexicana
270	Viendo Movies	298	Romances
271	CineLatino		

**HBO\*\***

499	HBO On Demand	530	HBO Latino - East
500	HBO - East	HD 602	HBO 2 HD
502	HBO - West	HD 603	HBO Signature HD
505	HBO 2 - East	HD 604	HBO Family HD
510	HBO Signature - East	HD 727	HBO HD On Demand
515	HBO Family - East	HD 777	HBO HD
520	HBO Zone - East	993	HBO
525	HBO Comedy - East		

**Cinemax\*\***

549	Cinemax On Demand	HD 617	MoreMax HD
550	Cinemax - East	HD 618	ActionMax HD
552	Cinemax - West	HD 722	Cinemax HD On Demand
555	MoreMax	HD 776	Cinemax HD
560	ActionMax	994	Cinemax
565	ThrillerMax		

**Showtime\*\***

599	Showtime On Demand	HD 637	Showtime Too HD
600	Showtime - East	HD 638	SHO Showcase HD
605	Showtime Too - East	HD 640	Showtime Extreme HD
610	Showtime Showcase - East	HD 724	Showtime HD On Demand
615	Showtime Extreme - East	HD 778	Showtime HD
620	Showtime Beyond - East	995	Showtime

**TMC\*\***

649	The Movie Channel On Demand	HD 725	TMC HD On Demand
650	The Movie Channel	HD 790	TMC HD
HD 653	The Movie Channel Xtra HD	996	The Movie Channel - East
655	TMC Xtra		

**Starz\*\***

HD 662	Starz In Black HD	704	Starz In Black
HD 664	Starz Cinema HD	706	Starz Kids & Family
HD 665	Starz Kids & Family HD	HD 723	Starz HD On Demand
699	Starz On Demand	HD 779	Starz HD
700	Starz	997	Starz - East
702	Starz Cinema		

**Encore™**

1	Encore On Demand	716	Encore Suspense - East
HD 672	Encore HD	718	Encore Drama - East
710	Encore - East	720	Encore Westerns - East
712	Encore Love - East	998	Encore
714	Encore Action - East		

**EPIX™**

(includes access to epixhd.com)

489	EPIX On Demand	HD 590	EPIX HD
490	EPIX	HD 726	EPIX HD On Demand

**Other Subscription Services™**

968	Playboy On Demand	969	Playboy
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**Charter Pay-Per-View & OnDemand™**

1	Charter On Demand	951-957	iN DEMAND Events
441-454	NHL Center Ice/MLB Extra Innings	959	Movies On Demand
HD 721	HD Movies On Demand	960	Events and Specials On Demand
889	Autos On Demand	961-965	Adult Pay-Per-View
949	iN DEMAND Pay-Per-View Previews	970	Playboy
HD 950	HD Pay-Per-View	975	Adult On Demand

Go to Charter On Demand - Channel 1 for a library of 10,000+ hit movies and shows ready to watch when you want.

To see what's playing, go to [charter.net/ondemand](http://charter.net/ondemand).

Rates for transactional movies, adult programming & events vary. Please see your interactive program guide for title-specific pricing prior to ordering or call 1-888-GET CHARTER.

©2013 Charter Communications. Programming, pricing, ratings and scheduling subject to change. On Demand line up varies and access is based on service level subscription and varies by network. Other restrictions may apply. Call for details.

**Digital Music™**

903	Hit List	919	Classic Alternative
904	Hip-Hop and R&B	920	Adult Alternative
905	MCU	921	Soft Rock
906	Dance/Electronica	922	Pop Hits
907	Rap	923	90's
908	Hip-Hop Classics	924	80's
909	Throwback Jamz	925	70's
910	R&B Classics	926	Solid Gold Oldies
911	R&B Soul	927	Party Favorites
912	Gospel	928	Stage & Screen
913	Reggae	929	Kidz Only!
914	Classic Rock	930	Toddler Tunes
915	Retro Rock	931	Today's Country
916	Rock	932	True Country
917	Metal	933	Classic Country
918	Alternative	934	Contemporary Christian

**REDACTED - FOR PUBLIC INSPECTION**

- |     |                       |     |                        |
|-----|-----------------------|-----|------------------------|
| 935 | Sounds of the Seasons | 942 | Classical Masterpieces |
| 936 | Soundscapes           | 943 | Light Classical        |
| 937 | Smooth Jazz           | 944 | Musica Urbana          |
| 938 | Jazz                  | 945 | Pop Latino             |
| 939 | Blues                 | 946 | Tropicales             |
| 940 | Singers & Swing       | 947 | Mexicana               |
| 941 | Easy Listening        | 948 | Romances               |

All music is uncensored and may contain lyrics that may not be appropriate for all listeners.

**EXHIBIT 3**

INCLUDED IN ALL PACKAGES*		
1	HickoryTech System Channel	51
2	KTCA Channel 2 MPLS /St. Paul (PBS)	52
3	KSTC Channel 45 MPLS /St. Paul (IND)**	53
4	WCCO Channel 4 MPLS /St. Paul (CBS)	54
5	KSTP 5 St. Paul/MPLS (ABC)	56
7	Public Access*	60
8	Public Access*	61
9	KMSP Channel 9 MPLS /St. Paul (FOX)	62
10	Public Access*	70
11	KARE Channel 11 MPLS /St. Paul (NBC)	71
12	KEYC Channel 12 Mankato (CBS)	72
13	NEYC 13 Mankato (FOX)	75
14	WFTC 29 MPLS /St. Paul (MYTV)	76
15	USA Network	77
16	WGN Chicago	79
17	TBS	80
18	ABC Family	82
19	CW100+ (KWYE)*	83
20	ESPN	84
21	ESPN 2	85
25	BTN	87
30	FSNorth	88
34	FSNorth Plus	90
40	CNN	92
41	HLN	94
42	Fox News Channel	95
43	CNBC	96
44	MSNBC	97
50	Oxygen Network	100
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		199
		705

\*Channels will air where available. \*\*Only available in select markets. ^ Excludes Life package

CHOICE CHANNEL SELECTIONS (Choice 5 customers choose 5, Choice 15 customers choose 15)		
22	ESPN Classic	55
23	ESPN News	57
24	ESPN U	58
26	Golf Channel	59
27	Outdoor Channel (The)	66
28	NBC Sports Network	73
29	Speed	74
35	Fuel TV	76
37	NHL Network	86
38	NFL Network	89
45	Bloomberg Television	91
46	Current	93
47	ABC News Now	98
48	Fox Business News	107
		109
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		128
		129
		151
		169

\*BIO is included with H2 as one choice selection.

Build on to your package with the following options:

SPORTS TIER		
22	ESPN Classic	31
23	ESPN News	32
24	ESPN U	33
27	Outdoor Channel	35
		36
		37

HISPANIC TIER		
174	Fox Deportes	176
175	ESPN Deportes	177
		178

MUSIC CHOICE (included with all packages)  
401 - 446 Digital Music Stations

HD EXPERIENCE PACKAGE			Channels require a subscription to the SD channel in order to receive the channel in HD.
502	KTCA HD MPLS/St. Paul (PBS)	528	NBC Sports Network HD
505	KSTP HD MPLS/St. Paul (ABC)	528	Speed HD
509	KMSP HD MPLS/St. Paul (FOX)	530	FSNorth HD
511	KARE HD MPLS/St. Paul (NBC)	534	FSNorth Plus HD
512	KEYC HD MPLS/St. Paul (CBS)	537	NHL Network HD
514	WFTC HD MPLS/St. Paul (MYTV)	538	NFL Network HD
515	USA Networks HD	543	CNBC HD
517	TBS HD	544	MSNBC HD
518	ABC Family HD	552	TLC HD
520	ESPN HD	553	HGTV HD
521	ESPN2 HD	554	Food Network HD
523	ESPNNews HD	558	History HD
524	ESPN U HD	561	Travel Channel HD
525	BTN HD	562	National Geographic HD
526	Golf HD	563	Velocity HD
527	Outdoor Channel HD		
		570	Disney Channel HD
		571	Disney XD HD
		577	Animal Planet HD
		580	TNT HD
		583	Lifetime HD
		584	Lifetime Movie Network HD
		588	Syfy HD
		590	A&E HD
		596	E! HD
		600	Discovery Channel HD
		603	Planet Green HD
		605	Science Channel HD
		610	Bravo HD
		701	HDNet

HD EXPERIENCE MORE TIER*			**Must be subscribed to an HD Experience Package to add the HD Experience More Tier.
564	Smithsonian HD	700	Universal HD
720	Palladia		
		702	HDNet Movies

PREMIUM MOVIE CHANNELS		
Starz / Encore Package	Showtime Package	HBO Package
240	Starz	220
241	Starz HD*	221
242	Starz Cinema	222
244	Starz Kids & Family	223
245	Starz Kids & Family HD*	224
250	Encore	225
252	Encore Action	226
254	Encore Love	228
256	Encore Westerns	230
258	Encore Suspense	231
260	Encore WAM	232
262	Encore Drama	235
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		206
		208
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		212
		Cinemax Package
		270
		271
		272
		274
		276
		278

\*HD Channels require subscription to both Premium Channel and HD Experience Package.

**EXHIBIT 4**

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**From:** Carrie Rice [<mailto:Carrie.Rice@HickoryTech.com>]  
**Sent:** Wednesday, April 03, 2013 9:43 AM  
**To:** Williams, Denise J  
**Subject:** RE: Hickory Tech - Charter NDA.DOC

Ms. Williams:

Attached is the executed NDA.

The number of households served by HickoryTech in Mankato, as of December 2012 is                      This was obtained by querying the billing system for the charge code: Mankato Franchise Fee, which is applied to all accounts.

Regards,  
Carrie

**Carrie Rice** | Regulatory Affairs Manager  
[HickoryTech](#) | NASDAQ : HTCO | 221 East Hickory Street, PO Box 3248, Mankato, MN 56002-3248  
*tel* 507-386-3667 | *cell* 507-779-9565 | *fax* 507-387-6813 |

**EXHIBIT 5**



August 14, 2012  
Davis Wright Tremaine LLP  
1919 Pennsylvania Avenue, N.W.  
Suite 800  
Washington, DC 20006

To Whom It May Concern:

SNL Kagan utilizes a multi-step process to accurately identify cable client franchise areas and associated ZIP and ZIP+4 Codes. (A ZIP+4 Code includes the five digits of the United States Postal Service ZIP Code, a hyphen, and four more digits that determine a more precise location than the ZIP Code.)

This methodology was developed to address the potential shortcomings in utilizing 5-digit ZIP Code data for "Effective Competition" petitions. The basic methodology has been in place for several years and has been used successfully in many Effective Competition cases at the FCC.

Because ZIP Codes and municipal boundaries are created and managed by different government authorities, the boundaries of ZIP Codes and municipal boundaries often overlap. ZIP Codes frequently span between and beyond municipal boundaries. ZIP+4 Codes, however, usually reside in one and only one municipality. SNL Kagan uses Place, Minor Civil Division (MCD), and County boundaries from Dynamap® a division of Pitney Bowes Business Insight, to determine municipal boundaries. SNL Kagan uses the Dynamap® ZIP+4 Centroids database, which contains ZIP+4 centroid correspondence for virtually all deliverable ZIP+4s, to identify ZIP+4 Codes within municipal boundaries, among the over 60 million ZIP+4s in all 50 states, DC, and Puerto Rico, based on current data from the USPS and the U.S. Bureau of the Census, and the Tele Atlas master street database.

SNL Kagan then utilizes its ZIP+4 Code mapping to enable our clients to obtain proper "Direct-to-Home" (DTH) subscriber counts for their respective franchise areas by tracking DTH subscribers at the ZIP+4 Code level. (Where SNL Kagan determines that a ZIP Code falls entirely within a franchise area, however, it is unnecessary to identify DTH subscribers at the ZIP+4 Code level for that 5-digit ZIP Code. In these instances, SNL Kagan identifies such 5-digit ZIP Codes and, accordingly, DTH subscribers are identified by the 5-digit ZIP code only.)

Only ZIP+4 Codes that meet specific criteria are included in this report. The following criteria must be met:

- The centroid of the ZIP+4 Code is within the franchise area; and
- The USPS ZIP+4 Record Type (from Dynamap® ZIP+4 Centroids) is either H- high rise or S - street.

Our methodology has been used by many multiple system operators (MSOs) as part of their Effective Competition relief efforts, and we believe this methodology produces the most accurate and detailed view of ZIP+4 data as it relates to cable franchise areas.

A handwritten signature in black ink, appearing to read "Pinna Gallant", written over a horizontal line.

Pinna Gallant  
Senior Product Manager  
SNL Kagan

Financial Institutions | Real Estate | Energy | Media & Communications

One SNL Plaza, PO Box 2124, Charlottesville, VA 22902 | +1.434.977.1600 | +1.434.977.4466 fax

Ahmedabad | Arlington | Boston | Boulder | Islamabad | Jersey City | London | Monterey | New York | Richmond | SNL.com

**EXHIBIT 6**

**ECTR – Effective Competition Tracking Report**



Provided by  
Satellite Broadcasting and Communications Association

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Pursuant to Section 76.907(c) of the FCC Rules, and your effective competition tracking request dated October 31, 2012 please find the following Direct-to-Home (DTH) satellite subscriber numbers per zip code (and/or zip+4 where necessary). The provision and use of this Effective Competition Tracking Report is governed by and subject to the terms and conditions of the Agreement for Provision and Use of Confidential Data, between your company and SBCA.

Report Date: November 2, 2012

ZIP Codes

DTH Count

Requested total for Mankato, MN
---------------------------------

Data is current through 9/30/2012

Report Prepared by:  
Martin Esteves  
Manager, Membership and Data Management  
202-349-3630  
mesteves@sbca.org

Methodology: Direct-To-Home (DTH) subscriber data reflects aggregated DIRECTV and DISH Network residential subscriber totals. The following data collection procedures are applied by Members in the normal course of business: a) single accounts with multiple receivers are only counted once; b) commercial and test accounts are not included; c) each occupied unit served in a multiple dwelling unit building has been counted as a separate residential subscriber; d) zip codes are taken from service locations (not billing addresses, where different); e) inactive accounts are routinely removed; f) invalid (undeliverable) addresses have been corrected where known; g) courtesy or complimentary accounts are included; and h) zip code information for Members' subscribers is periodically updated to reflect changes to zip codes by the United States Postal Service.

; oldest data from 2012-09-30

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**EXHIBIT 7**

H1 OCCUPANCY STATUS  
Universe: Housing units  
2010 Census Redistricting Data (Public Law 94-171) Summary File

BACK TO ADVANCED SEARCH

NOTE: For information on confidentiality protection, nonsampling error, and definitions, see  
<http://www.census.gov/prod/cen2010/pl94-171.pdf>

NOTE: Change to the California, Connecticut, Mississippi, New Hampshire, Virginia, and Washington P. L. 94-171  
Summary Files as delivered.

		Mankato city, Minnesota
1	Total:	15,784
3	Occupied	14,851
of 3	Vacant	933

Source: U.S. Census Bureau, 2010 Census.

Source: U.S. Census Bureau | American FactFinder

**EXHIBIT 8**

REDACTED - FOR PUBLIC INSPECTION

	A	B	C	D	E	F
<b>1</b>	<b>Community</b>	<b>State</b>	<b>Total DBS Subscribers</b>	<b>Hickory Tech Subscribers</b>	<b>2010 Census Occupied Housing Units</b>	<b>% of DBS + Hickory Tech Penetration In Franchise Area Column C+D / Column E</b>
<b>2</b>	Mankato	MN			14,851	28.71%

**CERTIFICATE OF SERVICE**

I, Deborah D. Williams, do hereby certify on this 11<sup>th</sup> day of April, 2013 that a true and correct copy of the foregoing "Petition for Special Relief" has been sent via U.S. mail, postage prepaid to the following:

William Lake, Chief  
Media Bureau Policy Division  
Federal Communications Commission  
445 12<sup>th</sup> Street, S.W.  
Washington, DC 20554

Patrick Hentges  
City Manager  
City of Mankato  
Intergovernmental Center  
10 Civic Center Plaza  
P.O. Box 3368  
Mankato, MN 56002-3368



Deborah D. Williams